

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF IOWA**

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In re:

MERCY HOSPITAL, IOWA CITY, IOWA, *et al.*,

Debtors.

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Chapter 11

Case No. 23-00623 (TJC)

Jointly Administered

Obj. Deadline: 4/24/24 at 4:00 p.m. (CT)

**SUMMARY OF SEVENTH MONTHLY FEE APPLICATION OF  
MCDERMOTT WILL & EMERY LLP, COUNSEL TO THE DEBTORS AND  
DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

Name of Applicant:

**McDERMOTT WILL & EMERY LLP**

Authorized to provide professional  
services to:

**Debtors and Debtors-in-Possession**

Date of retention:

**September 14, 2023, effective as of August 7, 2023**

Period for which compensation  
and reimbursement is sought:

**February 1, 2024 through February 29, 2024**

Amount of compensation sought as  
actual, reasonable and necessary:

**\$262,797.20 (80% of \$328,496.50)<sup>1</sup>**

Amount of expense reimbursement  
sought as actual, reasonable and necessary:

**\$1,452.41**

This is a:

**Seventh Monthly Application**

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<sup>1</sup> This amount does not reflect \$7,745.43, including \$1,125.00 in incurred fees and \$6,620.43 in incurred expenses, that McDermott has voluntarily written off with respect to the Application Period (as defined herein).

**Prior Applications:**

<b>Application</b>	<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees/Expenses</b>	<b>Approved Fees/Expenses</b>
<b>First Monthly [D.I. 348]</b>	10/9/23	8/7/23 – 8/31/23	\$738,318.00 / \$4,741.38	<i>Pending</i>
<b>Second Monthly [D.I. 502]</b>	11/10/23	9/1/23 – 9/30/23	\$649,102.80 / \$3,346.20	<i>Pending</i>
<b>Third Monthly [D.I. 532]</b>	11/27/23	10/1/23 – 10/31/23	\$450,968.00 / \$5,638.37	<i>Pending</i>
<b>Fourth Monthly [D.I. 574]</b>	12/15/23	11/1/23 – 11/31/23	\$289,259.20 / \$4,988.95	<i>Pending</i>
<b>Fifth Monthly [D.I. 817]</b>	3/8/24	12/1/23 – 12/31/23	\$212,868.40 / \$266,085.50	<i>Pending</i>
<b>Sixth Monthly [D.I. 819]</b>	3/8/24	1/1/24 – 1/31/24	\$552,393.60 / \$2,999.00	<i>Pending</i>

**MERCY HOSPITAL IOWA CITY, IOWA, ET AL.  
COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION  
SUMMARY OF BILLING BY PROFESSIONAL FOR APPLICATION PERIOD**

<b>Name of Professional Person</b>	<b>Date of Bar Admission</b>	<b>Position with the Applicant and Practice Area</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Michael Wilder	1995	Partner; U.S. and International Tax	\$1,975	1.8	\$3,555.00
Felicia Gerber Perlman	1992	Partner; Corporate Advisory	\$1,850	29.9	\$55,315.00
James W. Kapp	1994	Partner; Corporate Advisory	\$1,450	27.3	\$39,585.00
Jeffrey M. Holdvogt	2003	Partner; Employee Benefits and Executive Compensation	\$1,450	6.9	\$10,005.00
Daniel M. Simon	2008	Partner; Corporate Advisory	\$1,450	64.5	\$93,525.00
Nathan M. Bull	2006	Partner; Trial	\$1,410	3.5	\$4,935.00
Jay E. Greathouse	2012	Partner; Healthcare	\$1,300	18.7	\$24,310.00
Jack G. Haake	2011	Associate; Corporate Advisory	\$1,190	1.4	\$1,869.00
Emily C. Keil	2018	Associate; Corporate Advisory	\$1,105	81.5	\$90,057.50
Dexter Golinghorst	2021	Associate; Healthcare	\$945	4.5	\$4,252.50
Haley M. Dow	2023	Associate; Employee Benefits and Executive Compensation	\$725	1.5	\$1,087.50
<b>TOTALS</b>				<b>241.5</b>	<b>\$328,496.50</b>

**MERCY HOSPITAL IOWA CITY, IOWA, ET AL.  
COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION  
COMPENSATION BY PROJECT CATEGORY FOR APPLICATION PERIOD**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	1.3	\$1,436.50
Asset Disposition	63.1	\$86,697.50
Court Hearings	0.4	\$580.00
Fee/Employment Applications	8.9	\$10,156.50
Assumption/Rejection of Leases	0.9	\$994.50
Other Contested Matters	1.1	\$1,595.00
Business Operations	1.2	\$1,740.00
Employee Benefits/Pensions	9.6	\$12,418.50
Financing/Cash Collections	5.4	\$5,967.00
Board of Directors Matters	2.3	\$3,735.00
Claims Administration & Objections	2.2	\$2,431.00
Plan and Disclosure Statement	141.6	\$195,810.00
Litigation	3.5	\$4,935.00
<b>TOTALS</b>	<b>241.5</b>	<b>\$328,496.50</b>

**MERCY HOSPITAL IOWA CITY, IOWA, ET AL.  
COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION  
EXPENSE SUMMARY FOR APPLICATION PERIOD**

<b>Expense Category<sup>1</sup></b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Travel Expenses	Various	\$1,426.93
Business Meal	Various	\$25.48
<b>TOTAL</b>		<b>\$1,452.41</b>

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<sup>1</sup> McDermott voluntarily waived all Westlaw, Chapter 11 Dockets, and LexisNexis charges, as well as all computer data storage charges incurred as part of the discovery process during the Application Period for a total voluntary write-off of \$6,620.43.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF IOWA**

In re:	)	
	)	Chapter 11
MERCY HOSPITAL, IOWA CITY, IOWA, <i>et al.</i> ,	)	
	)	Case No. 23-00623 (TJC)
Debtors.	)	
	)	Jointly Administered
	)	
	)	<b>Obj. Deadline: 4/24/24 at 4:00 p.m. (CT)</b>
	)	

**SEVENTH MONTHLY FEE APPLICATION OF MCDERMOTT WILL & EMERY LLP,  
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR ALLOWANCE  
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

McDermott Will & Emery LLP (the “Applicant” or “McDermott”), counsel to Mercy Hospital, Iowa City, Iowa (“Mercy”) and certain of its affiliates and subsidiaries as debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), hereby applies (the “Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 224] (the “Interim Compensation Order”),<sup>1</sup> for allowance of compensation for services rendered and reimbursement of expenses for the period from February 1, 2024 through February 29, 2024 (the “Application Period”), and respectfully represents as follows:

**JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the Northern District of Iowa (the “Court”) has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Public*

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such items in the Interim Compensation Order.

*Administrative Order* referring bankruptcy cases entered by the United States District Court for the Northern District of Iowa. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are Bankruptcy Code sections 330 and 331 and Bankruptcy Rule 2016. McDermott confirms its consent to the entry of a final order by the Court in connection with the Application in the event that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

### **BACKGROUND**

#### **I. The Chapter 11 Cases**

3. On August 7, 2023 (the “Petition Date”), each of the Debtors commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The Chapter 11 Cases are being jointly administered for procedural purposes only.

4. The Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. On August 15, 2023, the Office of the United States Trustee for the Northern District of Iowa (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) in the Chapter 11 Cases [Docket No. 107]. On November 4, 2023, the U.S. Trustee appointed an official committee of pensioners (the “Pension Committee”) [Docket No. 458]. No trustee or examiner has been appointed in the Chapter 11 Cases.

6. Additional information regarding the Debtors and these Chapter 11 Cases, including the Debtors’ business operations, capital structure, financial condition, and the reasons for and objectives of these Chapter 11 Cases, is set forth in the *Declaration of Mark E. Toney in*

*Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 27] (the “First Day Declaration”).

## **II. The Retention of McDermott**

7. On August 23, 2023, the Debtors applied [Docket No. 148] (the “McDermott Retention Application”) to the Court for an order authorizing the Debtors to retain and employ McDermott as its counsel, effective as of August 7, 2023. On September 14, 2023, the Court entered an order [Docket No. 226] authorizing such retention.

## **III. The Interim Compensation Order**

8. On September 14, 2023, the Court entered the Interim Compensation Order, which sets the procedures for interim compensation and reimbursement of expenses in the Chapter 11 Cases. Specifically, the Interim Compensation Order provides that a Retained Professional may file and serve a Monthly Fee Application on or after the 15th day of each month following the month for which compensation is sought. Provided that there are no objections to the Monthly Fee Application filed within 14 days after service of the same, the Debtors are authorized to pay such Retained Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such Monthly Fee Application. If an objection is filed to the Monthly Fee Application and the parties reach a consensual resolution, the Debtors are authorized to pay eighty percent (80%) of the agreed-upon fees and one-hundred percent (100%) of the agreed-upon expenses.

## **RELIEF REQUESTED**

9. Pursuant to the Interim Compensation Order and Bankruptcy Code section 331, McDermott is seeking compensation in the amount of \$262,797.20, which is equal to eighty percent (80%) of the \$328,496.50 in fees for professional services rendered by McDermott during



the Application Period. This amount is derived solely from the applicable hourly billing rates of McDermott's personnel who rendered such services to the Debtors. In addition, McDermott is seeking reimbursement of expenses incurred during the Application Period in the amount of \$1,452.41.

**A. Compensation Requested**

10. Attached hereto as **Exhibit A** is a detailed itemization, by project category, of all services performed by McDermott with respect to the Chapter 11 Cases during the Application Period. This detailed itemization complies with the Interim Compensation Order and Bankruptcy Rule 2016 in that each time entry contains a separate time allotment, a description of the type of activity, and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

11. The attorneys and paraprofessionals who rendered services related to each category are identified in **Exhibit A**, along with the number of hours for each individual and the total compensation sought for each category.

**B. Expense Reimbursement**

12. McDermott incurred out-of-pocket expenses during the Application Period in the amount of \$1,452.41. Attached hereto as **Exhibit B** are descriptions of the expenses actually incurred by McDermott in the performance of services rendered as counsel to the Debtors. The expenses are broken down into categories of charges, including travel costs and business meals.<sup>2</sup>

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<sup>2</sup> As discussed herein, McDermott voluntarily waived all Westlaw, Chapter 11 Dockets, and LexisNexis charges, as well as all computer data storage charges incurred as part of the discovery process during the Application Period for a total voluntary write-off of \$6,620.43.

### **VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of McDermott have expended a total of 241.5 hours in connection with this matter during the Application Period. The amount of time spent by each of the professionals providing services to the Debtors for the Application Period is set forth in **Exhibit A**. The reasonable value of the services rendered by McDermott for the Application Period as counsel for the Debtors in the Chapter 11 Cases is \$328,496.50.

### **BASIS FOR RELIEF REQUESTED AND APPLICABLE AUTHORITY**

14. Bankruptcy Code section 330(a) provides, in pertinent part, that:

[T]he court may award . . . ***reasonable compensation*** for actual, necessary services rendered by the . . . attorney and by any paraprofessional person . . . and . . . reimbursement for actual, necessary expenses. . . . In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including – (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [the Bankruptcy Code]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and (E) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a) (emphasis added). The Eighth Circuit Court of Appeals has stated:

“[Reasonable] [c]ompensation . . . presumably reflects (1) the novelty and complexity of the issues, (2) the special skill and experience of counsel, (3) the quality of representation, and (4) the results obtained.”

*P.A. Novelty v. Palans (In re Apex Oil Co.)*, 960 F.2d 728, 731–32 (8th Cir. 1992).

15. In reviewing this Application, the Court should be guided by the Eighth Circuit’s instruction to ascertain whether such services were rendered and billed in accordance with the established market for legal services in similar matters:

Section 330 “is meant to encourage high standards of professional legal practice in the bankruptcy courts. . . . Bankruptcy courts must consider whether the fee

awards are commensurate with fees for professional services in non-bankruptcy cases, thus providing sufficient economic incentive to practice in bankruptcy courts.”

*Mann v. McCombs (In re McCombs)*, 751 F.2d 286, 288 (8th Cir. 1984); *see also In re Continental Illinois Securities Litigation*, 962 F.2d 566, 568 (7th Cir. 1992) (“[I]t is not the function of judges in fee litigation to determine the equivalent of the medieval just price. It is so to determine what the lawyer would receive if he was selling his services in the market rather than being paid by court order.”).

16. In accordance with the factors enumerated in Bankruptcy Code section 330, McDermott submits that the amount requested is fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. The fees charged by McDermott in these Chapter 11 Cases were billed in accordance with its existing billing rates and procedures set forth in the McDermott Retention Application, in effect during the Application Period. McDermott’s rates for the services rendered by its attorneys and paraprofessionals in these Chapter 11 Cases are the same rates that McDermott charges for services rendered in comparable non-bankruptcy matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

17. McDermott reserves the right to correct, amend, or supplement this Application, including, without limitation, to seek payment in the event this Application is not approved in full.

**NO PRIOR REQUEST**

18. No prior request for the relief sought in the Application has been made to this or any other court.

**CONCLUSION**

WHEREFORE, McDermott respectfully requests that the Court enter an Order: (i) granting the Application and authorizing (a) allowance of compensation in the amount of \$262,797.20 (80% of \$328,496.50) for professional services rendered, and (b) reimbursement for actual and necessary costs in the amount of \$1,452.41; (ii) directing payment by the Debtors of the foregoing amounts; and (iii) granting such other further relief as the Court deems just and proper.

Dated: Cedar Rapids, Iowa  
April 10, 2024

**NYEMASTER GOODE, P.C.**

/s/ Roy Leaf

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- and -

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- and -

**MCDERMOTT WILL & EMERY LLP**

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*Counsel for Debtors and Debtors-in-Possession*

**CERTIFICATE OF SERVICE**

The undersigned certifies, under penalty of perjury, that on this April 10, 2024, the foregoing document was electronically filed with the Clerk of Court using the Northern District of Iowa CM/ECF and the document was served electronically through the CM/ECF system to the parties of the Chapter 11 Cases.

/s/ Roy Leaf

**EXHIBIT A**

**Time Detail**



Invoice: 3877757  
Client: 104125

03/31/2024

Mercy Hospital, Iowa City, Iowa  
500 East Market Street  
Iowa City, IA 52245

For Services Rendered in Connection with:

Matter: 0013 Chapter 11 Bankruptcy

Task	Date	Name	Hours	Description
B110	02/26/24	E. Keil	1.30	Conference with R. Leaf re administrative matters (1.3).
B130	02/01/24	J. Greathouse	3.00	Review and revise draft privilege side letter (1.4); conference with H2C and D. Simon re ICASC matter (1.6).
B130	02/01/24	D. Golinghorst	1.20	Prepare executed files for creditor's committee (.2); draft side letter re privilege matters (.8); review APA re same (.2).
B130	02/01/24	F. Perlman	0.70	Follow up re TSA and post closing issues (.7).
B130	02/01/24	D. Simon	3.90	Conference with H2C re ASC issues (1.3); review and assess legal options re same (2.3); review and revise privilege agreement (.3).
B130	02/02/24	D. Simon	2.00	Analyze potential strategic options with respect to ASC (1.7); conference with H2C re same (.3).
B130	02/05/24	D. Golinghorst	0.20	Confer with C. Karambelas re final assumed contracts list (.1); review spreadsheet of same (.1).
B130	02/05/24	J. Greathouse	0.80	Review correspondence re ICASC matter (.8).
B130	02/06/24	D. Golinghorst	0.20	Discuss IP address transfer documentation with Buyer counsel (.1); review documentation re same (.1).
B130	02/06/24	D. Simon	0.60	Conferences with H2C and TKP re ASC issues (.6).
B130	02/07/24	D. Simon	0.50	Communications with D. Orman re ASC (.3); revisions to emails re same (.2).
B130	02/09/24	D. Golinghorst	0.10	Draft correspondence re IP transfers (.1).
B130	02/12/24	D. Simon	1.10	Conference with Faegre re ASC (.6); conference with client re same (.5).
B130	02/13/24	D. Golinghorst	0.20	Review and analyze correspondence re dissolution and purchase price allocation matters (.2).
B130	02/19/24	D. Simon	0.80	Conferences with H2C, TKP re ASC issues (.8).
B130	02/20/24	J. Greathouse	4.20	Conference with D. Simon re letter to JCSI re ICASC



Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3877757  
Invoice Date: 03/31/2024

Task	Date	Name	Hours	Description
				valuation (.6); extensive correspondence with D. Orman at H2C re ICASC valuation (1.5); draft letter to JCSI objecting to ICASC valuation (1.4); conference with J. Kapp and D. Simon re bankruptcy and ICASC (.7).
B130	02/20/24	D. Simon	0.50	Conference with J. Kapp re ASC next steps (.5).
B130	02/20/24	J. Kapp	2.80	Confer with D. Simon and J. Greathouse re ICASC issues (.8); prepare outline of issues raised re same (.6); review ICACS valuation summary re same (.4); review summary appraisal report re same (.7); review indication of interest re same (.3).
B130	02/20/24	D. Golinghorst	0.10	Review affidavit agreement and draft correspondence re same (.1).
B130	02/21/24	J. Kapp	5.70	Review ICASC operating agreement (1.6); review materials re section 365 issues pertaining to operating agreement (2.6); review materials re valuation/assessment issues re same (1.5).
B130	02/21/24	D. Golinghorst	1.10	Review and draft revisions to ICASC letter (1.1).
B130	02/21/24	D. Simon	0.60	Communications with J. Kapp and J. Greathouse re ASC valuation issues (.6).
B130	02/21/24	J. Greathouse	4.10	All-hands conference with H2C to discuss ICASC Letter (.7); draft and revise letter to JCSI objecting to ICASC valuation; extensive correspondence with D. Orman of H2C (3.4).
B130	02/22/24	J. Kapp	6.30	Review Iowa limited liability company act and differences with ICACS operating agreement (2.6); attend to issues re enforceability of operating agreement (2.8); confer with D. Simon re ICACS issues (.4); review draft letter to JCSI re the ICASC interest (.3); confer with J. Greathouse re same and related issues (.2).
B130	02/22/24	J. Greathouse	1.60	Finalize and revise letter to JCSI objecting to ICASC valuation (1.6).
B130	02/22/24	D. Golinghorst	0.10	Review and analyze email correspondence re IP address transfer (.1).
B130	02/23/24	J. Kapp	4.30	Review various issues pertaining to ICACS and underlying operating documents re same (4.3).
B130	02/23/24	J. Greathouse	1.70	Review and analyze M. Toney questions and comments to ICASC Letter (.8); review and analyze





Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3877757  
Invoice Date: 03/31/2024

Task	Date	Name	Hours	Description
				D. Orman questions and comments to ICASC Letter (.9).
B130	02/26/24	D. Golinghorst	0.40	Confer with buyer counsel re affidavit (.1); manage execution and notarization of same (.3).
B130	02/26/24	J. Kapp	3.60	Research various issues related to particular sections of ICACS operating documents (3.6).
B130	02/26/24	J. Greathouse	1.90	Review and analyze D. Orman questions and comments to ICASC Letter (.8); revise and finalize ICASC Letter (1.1).
B130	02/26/24	D. Simon	1.20	Conference with D. Gordon re ancillary sale issues (.5); conference with N. Bull re same (.4); communications re foundation and related issues (.3).
B130	02/27/24	J. Kapp	2.10	Review revised letter to JCSI re ICASC (.2); review correspondence to N. Coco and M. Preusker re same (.1); correspondence from M. Toney and D. Orman re solicitation process (.2); review D. Simon correspondence to P. Cross and M. Gustafson re ICASC (.1); follow-up with respect to outstanding ICASC issues (1.5).
B130	02/27/24	D. Golinghorst	0.10	Draft revisions to ICASC letter (.1).
B130	02/27/24	D. Simon	0.70	Conferences with client re sale payments and admin claims (.7).
B130	02/28/24	J. Kapp	0.70	Review various correspondence re solicitation process (.3); confer with F. Perlman re various issues re same (.4).
B130	02/29/24	J. Kapp	1.80	Review bankruptcy docket re sale issues (.4); review pleadings re same (1.1); follow-up re same (.3).
B130	02/29/24	D. Golinghorst	0.80	Review and analyze APA and lease documentation re prepaid deposits and purchased assets (.8).
B130	02/29/24	J. Greathouse	1.40	Conference with R. Leaf re prepaid assets under APA (.6); analyze APA and correspond with M. Toney regarding same (.8).
B155	02/22/24	D. Simon	0.40	Attend telephonic hearing (.4).
B160	02/02/24	E. Keil	0.90	Revise December fee application (.5); review conflicts disclosures re supplemental declaration (.4).
B160	02/05/24	J. Haake	1.00	Draft third supplemental disclosure and correspondence with E. Keil re: same.
B160	02/05/24	E. Keil	0.40	Revise supplemental Perlman declaration (.4).
B160	02/06/24	E. Keil	0.60	Revise supplemental declaration re MWE retention



Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3877757  
Invoice Date: 03/31/2024

Task	Date	Name	Hours	Description
				(.6).
B160	02/06/24	J. Haake	0.40	Revise third supplemental disclosure of connections and correspondence with F. Perlman re: same.
B160	02/13/24	E. Keil	1.60	Review time detail for privilege issues and compliance with Local Rules (1.6).
B160	02/15/24	E. Keil	3.40	Review time detail for privilege issues and compliance with Local Rules (3.4).
B160	02/22/24	E. Keil	0.60	Draft MWE fee applications (.6).
B185	02/23/24	E. Keil	0.20	Correspondence with R. Leaf re 365(d)(4) deadline (.2).
B185	02/28/24	E. Keil	0.70	Review and revise contract rejection motion (.7).
B190	02/22/24	D. Simon	0.50	Conference with E. Green re MercyOne (.5).
B190	02/29/24	D. Simon	0.60	Conference with MercyOne re offer (.3); communications with University re email and litigation issues (.3).
B210	02/13/24	D. Simon	0.50	Conference with Drs. Leary and Perino re malpractice tail issues (.5).
B210	02/29/24	D. Simon	0.70	Conferences with client re updated financial info and models (.7).
B220	02/06/24	J. Holdvogt	0.50	Conference with P. Brubaker re legal issues with 403(b) plan termination and wind up (.5).
B220	02/07/24	J. Holdvogt	0.50	Correspondence to and from P. Roby re church plan issues with MIC pension plan administration (.5).
B220	02/12/24	J. Holdvogt	0.50	Correspondence to and from P. Brubaker re communications to participants re pension assets (.5).
B220	02/13/24	J. Holdvogt	1.20	Prepare response for MIC re participant pension questions related to MIC sale and bankruptcy; review and confirm employee communication re 403(b) group annuity contract termination and participant rights in connection with transfer to TIAA (1.2).
B220	02/15/24	J. Holdvogt	0.20	Correspondence to and from counsel for pension participants in connection with pension resolution issues (.2).
B220	02/16/24	E. Keil	1.20	Revise workers' compensation motion (1.2).
B220	02/19/24	J. Holdvogt	0.70	Prepare and send analysis of use of 401(k) plan assets toward payment of reasonable administrative expenses (.7).
B220	02/23/24	J. Holdvogt	1.00	Review Vanguard contract for termination of 401(k) plan and send comments on Vanguard contract to P.



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Task	Date	Name	Hours	Description
				Brubaker (1.0).
B220	02/23/24	H. Dow	1.50	Research and analyze regulations on PCORI fees (1.5).
B220	02/24/24	J. Holdvogt	0.80	Prepare and send analysis of MIC PCORI fee requirements for 2024 in connection with bankruptcy (.8).
B220	02/26/24	J. Holdvogt	1.50	Review Inspira automatic rollover agreement and services agreement for MIC 401(k) plan termination and send comments to P. Brubaker (1.5).
B230	02/29/24	E. Keil	5.40	Research re debtors' stipulations and waiver of claims (4.3); draft summary re same (1.1).
B260	02/19/24	D. Simon	1.30	Prepare for and attend board meeting (1.3).
B260	02/19/24	F. Perlman	1.00	Prepare for and participate in board meeting (1.0).
B310	02/02/24	E. Keil	0.50	Correspondence with R. Leaf, Epiq re administrative claims bar date (.5).
B310	02/14/24	E. Keil	1.30	Conference with M. Toney, J. Porter re claims reconciliation and distribution (1.3).
B310	02/26/24	E. Keil	0.40	Conferences with creditors re administrative claim notice (.4).
B320	02/01/24	F. Perlman	1.40	Conference with Mercy team re plan (.5); follow up re settlement analysis (.9).
B320	02/01/24	E. Keil	1.70	Conference with D. Simon, F. Perlman re plan (.5); analyze term sheet re same (.7); revise disclosure statement re same (.5).
B320	02/01/24	D. Simon	2.60	Continuing plan discussions with Preston Hollow and others (1.8); review mark ups of term sheet re same (.8).
B320	02/02/24	D. Simon	2.00	Numerous conferences and negotiations re plan structures (1.2); analyze same (.8).
B320	02/02/24	F. Perlman	0.80	Continued analysis re plan settlement (.8).
B320	02/02/24	E. Keil	1.00	Conference with R. Leaf re plan, disclosure statement (1.0).
B320	02/05/24	E. Keil	1.00	Conference with Bondholders, Nyemaster re plan negotiations (1.0).
B320	02/05/24	F. Perlman	1.70	Conference with UCC re plan (.5); continued analysis re plan structure (.8); conference with PH re plan (.4).
B320	02/05/24	D. Simon	3.90	Numerous conferences with PH and client re plan negotiations (2.4); multiple revisions to same (.7); review and revise plan and related materials (.8).



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Task	Date	Name	Hours	Description
B320	02/06/24	E. Keil	2.10	Revise solicitation procedures motion and related exhibits (1.5); conferences with Epiq team re same (.4); correspondence with same re same (.2).
B320	02/06/24	F. Perlman	7.40	Conference with UCC counsel re plan (.4); continued analysis re plan settlement (7.0).
B320	02/06/24	D. Simon	3.00	Continue ongoing plan negotiations with Preston Hollow (1.8); conferences with Committees re same (1.2).
B320	02/07/24	F. Perlman	0.80	Review plan and disclosure statement (.8).
B320	02/07/24	E. Keil	5.20	Revise plan/disclosure statement (4.3); review and analyze revised term sheet re same (.9).
B320	02/07/24	D. Simon	1.80	Review and revise plan and related documents (1.5); conference with N. Coco re same (.3).
B320	02/08/24	D. Simon	0.50	Conferences with A. Sherman and Mintz re plan and discovery issues (.5).
B320	02/08/24	E. Keil	5.20	Revise plan support agreement (.7); revise plan and disclosure statement (2.9); revise solicitation procedures motion and related exhibits (1.3); conferences and correspondence with Epiq team re same (.3).
B320	02/09/24	E. Keil	4.90	Revise plan support agreement (3.4); revise plan and disclosure statement (1.5).
B320	02/09/24	F. Perlman	0.80	Review plan markup and attend settlement discussions re same (.8).
B320	02/09/24	D. Simon	1.50	Revisions to Plan and term sheet (1.5).
B320	02/10/24	E. Keil	4.10	Revise plan support agreement (1.4); revise plan and disclosure statement (2.3); correspondence with Epiq team re solicitation materials (.4).
B320	02/11/24	E. Keil	0.80	Revise plan support agreement (.8).
B320	02/12/24	M. Wilder	0.30	Review disclosure statement re tax disclosures (.3).
B320	02/12/24	E. Keil	3.00	Revise plan and disclosure statement (2.5); revise ballots, notices re same (.5).
B320	02/12/24	F. Perlman	0.80	Analysis re distribution percentages and waterfall (.8).
B320	02/12/24	D. Simon	2.70	Numerous plan negotiations amongst all parties (2.7).
B320	02/13/24	M. Wilder	1.50	Revise disclosure statement re tax disclosures (1.5).
B320	02/13/24	F. Perlman	1.20	Conference with PH re plan (.4); review and revise plan (.5); analyze waterfall and asset values (.3).
B320	02/13/24	E. Keil	2.90	Revise plan/disclosure statement (2.3); conference



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Task	Date	Name	Hours	Description
				with Mintz re same (.6).
B320	02/13/24	D. Simon	3.00	Numerous conferences and negotiations re plan (1.6); review and revise same (1.4).
B320	02/14/24	D. Simon	4.70	Conference with client re asset recovery, administrative claims and plan distribution (1.5); multiple follow-ups re same (.9); numerous conferences/negotiations with PH and others re plan and related materials (1.3); conference with Committee re term sheet issues (.4); follow-up with clients re potential contested issues (.6).
B320	02/14/24	E. Keil	4.40	Revise PSA (.8); correspondence with Mintz re same (.2); revise plan / disclosure statement (3.4).
B320	02/14/24	F. Perlman	1.70	Update asset recovery analysis for plan (.9); review revised plan (.8).
B320	02/15/24	F. Perlman	1.60	Continued plan analysis (.7); conference with PH re plan (.5); conference with committee re plan issues (.4).
B320	02/15/24	E. Keil	3.20	Conferences with UCC, Bondholders re plan terms (1.3); conference with R. Leaf re same (.4); revise plan/disclosure statement (.5); correspondence with P. Roby re same (.2); revise solicitation procedures motion and related exhibits (.8).
B320	02/15/24	D. Simon	3.50	Numerous conferences and communications re plan negotiations (2.3); review financial models re same (1.2).
B320	02/16/24	F. Perlman	1.40	Continued distribution analysis (.8); work on plan settlement (.6).
B320	02/16/24	E. Keil	2.30	Revise plan/disclosure statement (1.1); revise solicitation procedures motion re same (1.0); conference and correspondence with Epiq team re same (.2).
B320	02/16/24	D. Simon	1.60	Multiple communications with client, PH and Committee re open plan issues (1.6).
B320	02/19/24	D. Simon	3.40	Conference re workers comp issues for plan (.5); conference with MercyOne re potential settlement (.6); multiple prep conferences with client re same (.8); analyze plan issues and conferences with PH and Committee re same (1.5).
B320	02/20/24	D. Simon	4.20	Further negotiations and conferences re plan and



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Task	Date	Name	Hours	Description
				Disclosure Statement (3.0); conferences with client re same (1.2).
B320	02/20/24	E. Keil	2.20	Conference with R. Leaf re plan revisions (1.0); revise solicitation motion (.8); revise plan/disclosure statement (.4).
B320	02/20/24	F. Perlman	1.20	Continued work on plan distribution strategy (.7); conference with TK team re same (.5).
B320	02/21/24	E. Keil	2.30	Conferences with R. Leaf, TK team re plan revisions (1.2); revise plan re same (1.1).
B320	02/21/24	D. Simon	3.80	Revisions to Plan and related documents (1.6); multiple conferences with client re recovery scenarios (.8); negotiate plan provisions and multiple conferences with Committee and Bondholders re same (1.4).
B320	02/21/24	F. Perlman	1.10	Continued analysis and review re plan revisions (1.1).
B320	02/22/24	F. Perlman	1.30	Continued analysis and review re plan and disclosure statement (1.3).
B320	02/22/24	E. Keil	2.70	Revise plan / disclosure statement (1.3); conferences with M. Toney, R. Leaf, et al. re plan revisions (1.1); revise plan support agreement (.3).
B320	02/22/24	D. Simon	3.00	Multiple conferences with client re plan recoveries and plan comments (1.7); review and revise same (1.3).
B320	02/23/24	E. Keil	6.00	Revise plan/disclosure statement (3.6); revise plan support agreement (.7); correspondence with M. Toney, M. Preusker re signature pages for same (.1); correspondence with Epiq team re service of disclosure statement and plan (.3); revise solicitation procedures motion and related exhibits (1.3).
B320	02/23/24	D. Simon	1.50	Final plan comments and prepare for filing (.9); conference with client re recovery waterfall (.6).
B320	02/23/24	F. Perlman	1.70	Finalize plan and disclosure statement (1.7).
B320	02/26/24	E. Keil	1.40	Revise solicitation procedures motion and related exhibits (1.1); correspondence with Epiq team re same (.3).
B320	02/27/24	E. Keil	3.40	Revise ballots, notices of non-voting status, and related materials (1.3); correspondence with Epiq team re same (.2); correspondence with Mintz re





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Task	Date	Name	Hours	Description
				same (.2); revise plan and disclosure statement (1.5); conference with D. Simon re same (.2).
B320	02/27/24	F. Perlman	0.70	Review solicitation procedures motion (.7).
B320	02/27/24	D. Simon	0.40	Conferences with Mintz re plan next steps and negotiations with Committee (.4).
B320	02/28/24	E. Keil	3.20	Review and revise joinder to PSA (.7); revise solicitation procedures motion and related exhibits (1.0); conference with J. Gordon re plan (.1); conference with H. Israel re same (.2); review UCC letter re plan (.6); conference with R. Leaf re same (.6).
B320	02/28/24	F. Perlman	1.40	Analyze UCC issues re plan and disclosure statement (.9); attention to exclusivity motion (.5).
B320	02/28/24	D. Simon	1.50	Conference with A. Sherman re request for telephonic hearing (.2); communications with client re same (.3); review letter and discussions/research re same (.6); conference with client re same (.4).
B320	02/29/24	F. Perlman	1.20	Follow up re plan conversations and distribution analysis (1.2).
B470	02/05/24	N. Bull	0.50	Conference and emails with J. Greathouse and D. Simon re ICASC (.5).
B470	02/26/24	N. Bull	1.00	Conference with D. Simon (.4); revise side letter with University (.4); correspondence with opposing counsel re ICASC (.2).
B470	02/28/24	N. Bull	0.50	Correspondence with D. Simon and D. Gordon re side letter and privilege issues (.5).
B470	02/29/24	N. Bull	1.50	Revise side letter with University (1.5).
<b>Total Hours</b>			<b>241.50</b>	

### Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	1.30	1,436.50
B130	Asset Disposition	63.10	86,697.50
B155	Court Hearings	0.40	580.00
B160	Fee/Employment Applications	8.90	10,156.50
B185	Assumption/Rejection of Leases	0.90	994.50
B190	Other Contested Matters	1.10	1,595.00



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Task Code	Description	Hours	Amount
B210	Business Operations	1.20	1,740.00
B220	Employee Benefits/Pensions	9.60	12,418.50
B230	Financing/Cash Collections	5.40	5,967.00
B260	Board of Directors Matters	2.30	3,735.00
B310	Claims Administration & Object	2.20	2,431.00
B320	Plan and Disclosure Statement	141.60	195,810.00
B470	Litigation	3.50	4,935.00
		241.50	328,496.50





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### Timekeeper Summary

Name	Hours	Rate	Amount
N. Bull	3.50	1,410.00	4,935.00
H. Dow	1.50	725.00	1,087.50
D. Golinghorst	4.50	945.00	4,252.50
J. Greathouse	18.70	1,300.00	24,310.00
J. Haake	1.40	1,335.00	1,869.00
J. Holdvogt	6.90	1,450.00	10,005.00
J. Kapp	27.30	1,450.00	39,585.00
E. Keil	81.50	1,105.00	90,057.50
F. Perlman	29.90	1,850.00	55,315.00
D. Simon	64.50	1,450.00	93,525.00
M. Wilder	1.80	1,975.00	3,555.00
<b>Totals</b>	<b>241.50</b>		<b><u>\$328,496.50</u></b>

**EXHIBIT B**

**Expense Detail**



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Timekeeper	Date	Description	Qty	Amount
D. Simon	01/21/24	Travel Expenses Taxi from airport to hotel re: travel to Iowa for court hearings	0.00	25.00
D. Simon	01/21/24	Travel Expenses Airfare for travel to Iowa for court hearings	0.00	1,016.20
D. Simon	01/22/24	Travel Expenses In-flight WiFi re: travel to Iowa for court hearings (ATL to Iowa)	0.00	9.95
D. Simon	01/22/24	Travel Expenses Uber to office re: travel to Iowa for court hearings	0.00	9.98
D. Simon	01/22/24	Travel Expenses Taxi from hotel to airport re: travel to Iowa for court hearings	0.00	130.00
D. Simon	01/22/24	Business Meal Dinner re: travel to Iowa for court hearings	0.00	25.48
D. Simon	01/22/24	Travel Expenses Room rate/tax: Hotel stay re: travel to Iowa for court hearings	0.00	200.85
D. Simon	01/22/24	Travel Expenses In-flight WiFi re: travel to Iowa for court hearings (Iowa to ATL)	0.00	9.95
D. Simon	01/22/24	Transportation/Parking In-flight WiFi re: travel to Iowa for court hearings (Iowa to ATL)	0.00	25.00

**Total Costs and Other Charges \$1,452.41**